

1 MAYER BROWN LLP
2 LEE H. RUBIN (SBN 141331)
3 lrubin@mayerbrown.com
4 EDWARD D. JOHNSON (SBN 189475)
5 wjohnson@mayerbrown.com
6 DONALD M. FALK (SBN 150256)
7 dfalk@mayerbrown.com
8 ANNE M. SELIN (SBN 270634)
9 aselin@mayerbrown.com
10 Two Palo Alto Square, Suite 300
11 3000 El Camino Real
12 Palo Alto, CA 94306-2112
13 Telephone: (650) 331-2000
14 Facsimile: (650) 331-2061

15 *Attorneys for Defendant
16 Google Inc.*

17 **UNITED STATES DISTRICT COURT**
18 **NORTHERN DISTRICT OF CALIFORNIA**
19 **SAN JOSE DIVISION**

20 IN RE: HIGH-TECH EMPLOYEE
21 ANTITRUST LITIGATION

22 THIS DOCUMENT RELATES TO:
23 ALL ACTIONS

24 **Master Docket No. 11-CV-2509-LHK**

25 **DECLARATION OF ANNE M. SELIN
26 IN SUPPORT OF DEFENDANTS'
RENEWED ADMINISTRATIVE
MOTION TO FILE UNDER SEAL
FILINGS RELATED TO PLAINTIFFS'
SUPPLEMENTAL MOTION FOR
CLASS CERTIFICATION**

27 I, Anne M. Selin, declare as follows:

28 1. I am an attorney with the law firm of Mayer Brown LLP, counsel for Defendant
29 Google, Inc. ("Google") in the above-captioned matter. I am admitted to practice law before this
30 Court. I submit this declaration in support of Defendants' Renewed Administrative Motion to
31 File Under Seal Filings Related to Plaintiffs' Supplemental Motion for Class Certification
32 ("Renewed Motion to Seal") that is being filed concurrently herewith. As an attorney involved
33 in this matter, I have read the foregoing declaration and I know it to be true and correct to the best
34 of my knowledge and belief.

1 in the defense of this action, unless otherwise stated, I have personal knowledge of the facts
 2 stated in this declaration and if called as a witness I could and would competently testify to them.

3 2. I have reviewed (a) the Declaration of Lisa J. Cisneros in Support of Plaintiffs'
 4 Supplemental Motion for Class Certification (ECF No. 418-2) ("Cisneros Declaration"), and
 5 supporting exhibits; (b) the Declaration of Dean M. Harvey in Support of Plaintiffs' Supplement
 6 Motion for Class Certification (ECF No. 418-1), and supporting exhibits ("Harvey Declaration");
 7 and (c) the Declaration of Anne B. Shaver in Support of Plaintiffs' Reply in Support of
 8 Supplemental Motion for Class Certification (ECF No. 456) ("Shaver Declaration"), and
 9 supporting exhibits.

10 3. Google previously sought to seal confidential Google information included in
 11 certain exhibits to the Cisneros Declaration, Harvey Declaration, and Shaver Declaration. On
 12 March 14, 2014, the Court granted and denied without prejudice certain of Google's sealing
 13 requests and held that Google could renew its motion to seal as to those denied without
 14 prejudice. Order Granting in Part and Denying in Part Motions to Seal (March 14, 2014) (ECF
 15 No. 730) ("Sealing Order"). In particular, the Court denied without prejudice Google's requests
 16 to seal Cisneros Exhibits Q, R, S, T, V, W, X, EE (deposition excerpts), Cisneros Exhibits 176,
 17 472, 608, 614, 621, 660, 666, 668, 674, and 2422, and Shaver Exhibits E, K and O. *Id.* As
 18 detailed below, Google is renewing its request to seal only narrowly tailored portions of those
 19 exhibits that reflect the most highly confidential information regarding Google's compensation,
 20 recruiting, and hiring strategies and practices, the public disclosure of which would cause harm
 21 to Google. Certain exhibits also contain personally identifying information which Google has
 22 redacted to protect the privacy of third parties.

23 4. In addition, in its Sealing Order, the Court granted Google's sealing requests as to
 24 certain exhibits to the Cisneros Declaration and Harvey Declaration (Cisneros Exhibits 173, 616,
 25 1600, 1609, 1613, 1618, 1625, 1629, 1753, 2425, 2426 and Exhibit 14 to the Harvey
 26 Declaration) "as to the redacted portions identified by Defendants." Sealing Order at 17:3-4;
 27 20:8-20; 23:27-28. However, no redacted versions of those exhibits were submitted by Google
 28 as part of its original sealing request on May 17, 2013; rather, Google had requested that these

1 exhibits be maintained under seal in their entirety. Declaration of Eric B. Evans, ECF No. 427.
 2 Therefore, Google is now filing narrowly tailored redacted versions of those exhibits herewith,
 3 which Google respectfully requests this Court to allow to be maintained under seal in redacted
 4 format in the public record.

5. The basis for Google's proposed redactions identified in paragraphs 6 to 8 below
 6 can be found in the Declarations of Frank Wagner (Google's Director of Compensation) that
 7 were filed on October 9, 2012, November 12, 2012, and December 18, 2012 (ECF Nos. 201,
 8 221, and 261 respectively). In those declarations, Mr. Wagner describes the competitive harm
 9 that Google would suffer if certain highly confidential and highly sensitive details about
 10 Google's compensation, hiring, and recruiting practices that reflect Google's
 11 internal deliberations and business strategy related to how Google recruits and how Google sets
 12 and structures compensation (including salary, bonus and equity) for its employees were made
 13 public.

14 **Google's Confidential Information in Exhibits to the Cisneros Declaration**

15 6. Google renews its requests to seal discrete portions of the following exhibits
 16 attached to the Cisneros Declaration:

17 a) **Exhibit Q**, excerpts from the deposition of Laszlo Bock taken on March
 18 27, 2013, portions of which contain highly sensitive and confidential details of how
 19 Google sets and structures compensation, Google's compensation philosophy, including
 20 details relating to equity, bonuses, and other forms of compensation, specifically pages
 21 38:4-6; 38:19-39:4; 39:9, 11-12, 18-22, 24-25; 40:1; 41:1; 44:16-17; 45:22-23; 52:3-8;
 22 71:4-5; 72:11-12; 79:17-19; 79:21-80:2; 80:8-24; 81:2-6; 82:14, 21-23; 87:1-21; 93:22-
 23 25; 95:20-21, 23-24; 96:7; a proposed redacted version is being submitted concurrently
 24 herewith.

25 b) **Exhibit R**, excerpts from the deposition of Sergey Brin taken on March
 26 19, 2013, portions of which contain highly sensitive and confidential details of Google's
 27 counteroffers, hiring, and recruiting and personal information of individuals recruited by
 28 Google, specifically pages 44:4; 59:1; 60:4; 111:24; 112:3, 6, 13; 113:2-3; 176:10-16, 22-

1 23; 177:13-22; 178:3-6, 15-18; 178:21-179:1; 179:14-16; 180:1-4, 10-14; 194:2-3,
2 194:18-195:1; a proposed redacted version is being submitted concurrently herewith.

3 c) **Exhibit S**, excerpts from the deposition of Shona Brown taken on January
4 30, 2013, portions of which contain highly sensitive and confidential details about
5 Google's employee rating system, how Google structures compensation, Google's
6 recruiting strategies, and changes in Google's compensation structure over time,
7 specifically pages 79:25-80:1; 80:10-12, 19-21, 23-24; 81:3-12, 18-19; 81:22-82:23;
8 83:6-11, 15-22; 96:9-10, 12-13, 14, 17; 97:1-9; 232:1-11, 20-21; 233:1-4; 252:16-19; a
9 proposed redacted version is being submitted concurrently herewith.

10 d) **Exhibit T**, excerpts from the deposition of Alan Eustace taken on
11 February 27, 2013, portions of which contain highly sensitive and confidential details of
12 Google's hiring and recruiting strategies, how Google structures compensation, and
13 Google's compensation philosophy, specifically pages 26:1-19; 35:10-36:8; 38:11-16;
14 38:20-39:2; 133:1-11; 136:7-8; 136:17-137:1; 137:20-25; 167:23-168:6; 169:3-7, 9-11,
15 16, 20-25; 170:7, 12; 23-25; 182:8, 10; 184:1-11; a proposed redacted version is being
16 submitted concurrently herewith.

17 e) **Exhibit V**, excerpts from the deposition of Jonathan Rosenberg taken on
18 March 13, 2013, portions of which contain highly sensitive and confidential details about
19 Google's policies and practices relating to counteroffers, specifically pages 119:12-15,
20 17-21; 199:24-120:6; 120:22-24; 121:16, 18-21, 23-24; 125:3-7; a proposed redacted
21 version is being submitted concurrently herewith.

22 f) **Exhibit W**, excerpts from the deposition of Eric Schmidt taken on
23 February 20, 2013, portions of which contain highly sensitive and confidential details
24 about Google's recruiting strategies, Google's counteroffering strategies, how Google
25 structures compensation, personal information of individuals recruited by Google,
26 specifically pages 44:2-5, 23-25; 46:1-5; 47:6-9, 14-16; 103:5, 9; 104:25; 105:12, 20;
27 106:7; 140:4; 143:1-4, 9-10; 178:25-179:4; 179:8-18, 20-22; 204:14-18, 20-21, 24-25;
28

1 205:2-12; 205:22-206:3; 206:6-12; 210:2-4; 210:21-211:3; a proposed redacted version is
2 being submitted concurrently herewith.

3 g) **Exhibit X**, excerpts from the deposition of Frank Wagner taken on March
4 7, 2013, portions of which contain highly sensitive and confidential details about how
5 Google sets and structure compensation for new and current employees, Google's hiring
6 practices and strategies, Google's counteroffer strategy, and changes in Google's
7 compensation philosophy over time, specifically pages 31:11-13, 18-21; 32:4-9, 14-19;
8 32:21-33:2; 33:12-20, 25; 35:14-17, 21-23; 35:25-36:9; 36:17-18; 37:6-11, 14-15, 17-18;
9 38:1-2, 6-7, 10-13; 39:20-25; 40:15-17; 47:20-48:6; 48:11-16, 18-24; 49:18-23; 51:19,
10 22-23; 52:2, 5-10, 12-15, 17-25; 56:17-57:8; 57:10-13, 18-20; 61:21-62:4; 62:6-8, 12-14,
11 23-24; 63:1, 12-19; 63:25-64:9, 64:12-13, 20-21; 64:23-65:2; 65:5-19, 22-24; 66:1-4, 7-8,
12 12-15, 18, 20-25; 75:11-21; 76:7-11; 133:9-12; 134:6-15; 135:14-18; 136:1-9; 137:6-8;
13 139:6, 10-16; 158:9-17; 159:10-18, 22-23; 160:12-21; 170:15-19; 172:4-7, 9, 18-24;
14 209:4-7, 12-15; 210:3-10, 12-16; 211:9-11; 213:16-17, 20-25; 215:1-2, 5-8, 11, 13-14;
15 216:5-10, 13-24; 217:23-25; 223:4-6, 21; a proposed redacted version is being submitted
16 concurrently herewith.

17 h) **Exhibit EE**, excerpts from the deposition of William Campbell taken on
18 February 5, 2013, portions of which contain highly sensitive and confidential details
19 about components of Google's compensation and employee retention programs and
20 practices, specifically page 141:3-8, 10-13, 20; a proposed redacted version is being
21 submitted concurrently herewith.

22 i) **Exhibit 173**, a Google document, portions of which contain highly
23 sensitive and confidential data and analyses relating to Google's compensation,
24 recruiting, and employee retention practices; a proposed redacted version is being
25 submitted concurrently herewith.

26 j) **Exhibit 176**, an e-mail chain, portions of which contain personally
27 identifying information; a proposed redacted version is being submitted concurrently
28 herewith.

cc) **Exhibit 472**, an e-mail chain, portions of which contain highly sensitive and confidential details of Google's counteroffer and compensation strategies; a proposed redacted version is being submitted concurrently herewith.

dd) **Exhibit 608**, an e-mail chain, portions of which contain highly sensitive and confidential details about Google's strategies relating to counteroffers; a proposed redacted version is being submitted concurrently herewith.

ee) **Exhibit 614**, an e-mail chain, portions of which contain highly sensitive and confidential details of discussions within Google about its policies relating to counteroffers; a proposed redacted version is being submitted concurrently herewith.

ff) **Exhibit 616**, an e-mail chain, portions of which contain highly sensitive and confidential details about Google's recruiting practices and compensation policies, including compensation data for an individual employee; a proposed redacted version is being submitted concurrently herewith.

gg) **Exhibit 621**, an e-mail chain, portions of which contain highly sensitive and confidential details about Google's compensation practices; a proposed redacted version is being submitted concurrently herewith.

mm) **Exhibit 660**, an e-mail chain, portions of which contain highly sensitive and confidential details about components of Google's compensation practices; a proposed redacted version is being submitted concurrently herewith.

nn) **Exhibit 666**, an e-mail chain, portions of which contain confidential personally identifying information; a proposed redacted version is being submitted concurrently herewith.

pp) **Exhibit 668**, an e-mail chain, portions of which contain personally identifying information; a proposed redacted version is being submitted concurrently herewith.

qq) **Exhibit 674**, an e-mail chain, portions of which contain highly sensitive and confidential details of product strategies, business collaborations, and practices for

1 compensating and promoting employees; a proposed redacted version is being submitted
2 concurrently herewith.

3 ss) **Exhibit 1600**, several charts, portions of which contain highly sensitive
4 and confidential details about how Google structures compensation for both incoming
5 and current employees; a proposed redacted version is being submitted concurrently
6 herewith.

7 tt) **Exhibit 1606**, a presentation, portions of which contain highly sensitive
8 and confidential details of how Google structures its compensation; a proposed redacted
9 version is being submitted concurrently herewith.

10 uu) **Exhibit 1609**, a presentation, portions of which contain highly sensitive
11 and confidential details about how Google sets and structures compensation; a proposed
12 redacted version is being submitted concurrently herewith.

13 vv) **Exhibit 1613**, an e-mail chain, portions of which contain highly sensitive
14 and confidential details of how Google structures compensation; a proposed redacted
15 version is being submitted concurrently herewith.

16 ww) **Exhibit 1618**, an e-mail chain with an attached document, portions of
17 which contain highly sensitive and confidential details of Google's compensation
18 philosophy and how it structures compensation; a proposed redacted version is being
19 submitted concurrently herewith.

20 xx) **Exhibit 1625**, a Google document, portions of which contain highly
21 sensitive and confidential details about a proposed change in how Google sets and
22 structures compensation; a proposed redacted version is being submitted concurrently
23 herewith.

24 yy) **Exhibit 1629**, an e-mail, portions of which contain highly sensitive and
25 confidential details about costs associated with a component of Google's compensation
26 program; a proposed redacted version is being submitted concurrently herewith.

1 aaa) **Exhibit 1753**, an e-mail chain, portions of which contain highly sensitive
2 and confidential details about Google's recruiting strategies and practices; a proposed
3 redacted version is being submitted concurrently herewith.

4 ggg) **Exhibit 2422**, an e-mail chain, portions of which contain highly sensitive
5 and confidential details about how Google structures employee compensation for several
6 positions within the company; a proposed redacted version is being submitted
7 concurrently herewith.

8 hhh) **Exhibit 2425**, a chart, portions of which contain highly sensitive and
9 confidential data revealing how Google structures employee compensation; a proposed
10 redacted version is being submitted concurrently herewith.

11 ggg) **Exhibit 2426**, a Google document, portions of which contain highly
12 sensitive and confidential details about how Google structures executive compensation
13 and bonuses; a proposed redacted version is being submitted concurrently herewith.

14 7. Google also renews its request to seal discrete portions of **Exhibit 14** to the
15 Harvey Declaration, an internal Google presentation, portions of which contain highly sensitive
16 and confidential details of Google's compensation and recruiting strategies and practices; a
17 proposed redacted version is being submitted concurrently herewith.

18 8. Google also renews its request to seal discrete portions of the following exhibits
19 attached to the Shaver Declaration:

20 a) **Exhibit E**, excerpts from the deposition of Arnon Geshuri taken on
21 August 17, 2012, portions of which contain highly sensitive and confidential details about
22 Google's recruiting strategies and practices, specifically pages 63:6-7 and 64:10; a
23 proposed redacted version is being submitted concurrently herewith.

24 b) **Exhibit K**, excerpts from the deposition of Frank Wagner taken on March
25 7, 2013, portions of which contain highly sensitive and confidential details about how
26 Google structures its compensation program and its hiring policies, specifically pages
27 30:1-2, 15-17; 31:11-13, 16-21; 32:3-9, 14-19; 32:21-25; a proposed redacted version is
28 being submitted concurrently herewith.

6 9. Based on the declarations submitted by Frank Wagner (ECF Nos. 201, 221, 261),
7 the information identified in Paragraphs 6-8 above is highly confidential and highly sensitive
8 commercial information, from which Google derives economic benefit by maintaining its
9 confidentiality. Google does not disclose this information to its competitors, customers or the
10 general public. *Id.* Public disclosure of this information would likely result in competitive harm
11 to Google by giving third parties, including its competitors, direct insight into confidential and
12 sensitive aspects of Google's internal decision-making processes and business strategy related to
13 employee compensation and recruiting. *Id.*

14 I declare under penalty of perjury under the laws of the United States that the foregoing is
15 true and correct.

16 Executed on March 28, 2014 in Palo Alto, California.

/s/ Anne M. Selin

Anne M. Selin